

Please
Do Not
Staple

DDM
53-67

KANSAS SECRETARY OF STATE
Certificate of Merger or Consolidation
of Two or More Kansas Corporations
Instructions

The following form **must be complete** and accompanied by **the correct filing fee** or the document will **not** be accepted for filing.

Memorial Hall, 1st Floor
120 S.W. 10th Avenue
Topeka, KS 66612-1594

(785) 296-4564
kssos@ks.gov
www.sos.ks.gov

Filing fee

The filing fee for a certificate of merger or consolidation of two (2) corporations is **\$75**. A fee of **\$10** is required for each additional corporation involved in the merger or consolidation.

Payment

Please submit payment by check, money order, or credit card. Checks and money orders need to be made payable to the Secretary of State. Forms received without the appropriate fee will not be accepted for filing. **Please do not send cash.**

NOTICE: There is a \$25 service fee for all checks returned by your financial institution.

Visa, MasterCard, Discover, and American Express are accepted. To use a credit card, please provide the following information:

Credit card number _____

Billing zip code _____ **Expiration date** _____

Daytime phone

Fax filing available

Documents may be fax filed for a processing fee of **\$20 in addition** to the normal filing fee. Include on the cover sheet: contact name, daytime phone number, credit card number, credit card expiration date and billing zip code.

Fax documents and payment information to **Business Services, 785-296-4570**. Faxed documents will receive that day's file date if they are without errors and received prior to 4 PM CST.

Processed documents will be returned by mail. You may request a file-stamped copy be faxed for an additional \$1 per page. Fax filing does not guarantee same day activation or return faxing.

Submission

If this certificate is submitted after the close of the tax year end for the entity or entities merging out of existence, the entity or entities merging out of existence must file an annual report and fee with or prior to the merger.

Signature

Pursuant to K.S.A. 17-7908(a)(2), a certificate of merger or consolidation **must** be signed by one of the following:

- (1) Any authorized officer of the surviving corporation;
- (2) A majority of the directors of the surviving corporation;
- (3) The directors of the surviving corporation as designated by the board of directors of the surviving corporation;
- (4) The holders of record of a majority of all outstanding shares of stock of the surviving corporation;
- (5) The holders of record of outstanding shares of stock of the surviving corporation designated by such holders of record; or
- (6) The holders of record of all outstanding shares of stock of the surviving corporation.

For options 2 through 6, please sign and attach a signature document to this certificate.

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THIS SPACE FOR OFFICE USE ONLY.

Please check one:

Merger Consolidation

1. Name and business entity ID number (if known) of each constituent Kansas corporation:

(Name must match the name on record with the Kansas Secretary of State.)

If additional space is needed use attachment provided.

Name of Corporation	ID Number

2. An agreement of merger or consolidation has been approved, adopted, certified and executed by each of the constituent corporations in accordance with K.S.A. 17-6701.

3. The name of the surviving or resulting Kansas corporation:

Name of Corporation

4. Check one:

- In the case of this merger, the articles of incorporation of the surviving corporation as in effect immediately prior to this merger and on file with the Kansas Secretary of State shall be and remain the articles of incorporation of the surviving corporation, and no amendments or changes to the articles of incorporation of the surviving corporation are desired to be effected at this time.
- In the case of and through this merger, the surviving corporation desires to effect amendments or changes in its articles of incorporation. Any amendments or changes in the articles of incorporation of the surviving corporation are set forth in a separate document attached to this certificate. Any amendments or changes are set forth in accordance with K.S.A. 17-6701(c)(4)(D) and K.S.A. 17-6601 through 17-6605.
- In the case of this consolidation, the articles of incorporation of the resulting corporation shall be as are set forth in an attachment to this certificate. The articles of incorporation of the resulting corporation are set forth in accordance with K.S.A. 17-6701(c)(4)(E) and K.S.A. 17-6002.

5. Effective date:

Upon filing Future effective date:
(Cannot be later than 90 days after the date this certificate is filed.)

Month	Day	Year

6. The executed agreement of consolidation or merger is on file at the principal place of business of the surviving or resulting corporation at the following address:

Street Address		
City	State	Zip

7. A copy of the agreement of consolidation or merger will be furnished by the surviving or resulting corporation, on request and without cost, to any stockholder of any constituent corporation.
8. If any conflict exists between this certificate and the information herein and any attachment to this certificate and the information therein, this certificate and the information herein prevails.
9. I/We declare under the penalties of perjury that the facts stated in this certificate are true and that any power of attorney used in connection with the execution of this certificate is in proper form and substance.

Signature of Authorized Officer of the Surviving Corporation	Name of Signer (printed or typed)
X	

(Pursuant to K.S.A. 17-7908(a)(2), if signing pursuant to options (2) through and including (6) as listed on the "Signature" area of the Instructions page preceding this certificate, please sign and attach a signature document to this certificate.)

